

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **NOV 22 2009**

WV CONSERVATIVE FOUNDATION INC
PO BOX 11572
CHARLESTON, WV 25339

Employer Identification Number:
26-4298632
DLN:
309316007
Contact Person:
ZENIA LUK ID# 31522
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
February 13, 2009
Contribution Deductibility:
No

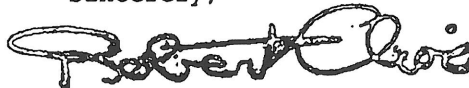
Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) WV CONSERVATIVE FOUNDATION, INC.		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 26 : 4298632
1b c/o Name (if applicable) 		3 Name and telephone number of person to be contacted if additional information is needed Michael Stuart (304) 353-8107
1c Address (number and street) P.O. Box 11572	Room/Suite 	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Charleston, WV 25339		
1e Web site address http://www.wvconservatives.com	4 Month the annual accounting period ends December	5 Date incorporated or formed 02/13/2009
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

POSTMARK

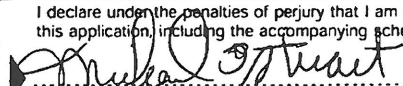
RECEIVED

- 8** Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.
- a ☒ **Corporation**— Attach a copy of the Articles of Incorporation (including amendments and regulations) showing approval by the appropriate state official; also attach a copy of the bylaws.
 - b ☐ **Trust**— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
 - c ☐ **Association**— Attach a copy of the Articles of Association, Constitution, or other creating document with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE


(Signature)

MICHAEL B. STUART, PRESIDENT

(Type or print name and title or authority of signer)

7/23/2009
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K

17152009209001

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Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The WV Conservative Foundation, Inc. ("WVCF") works to educate citizens on various issues and the electoral process throughout West Virginia and to build the leadership capability of young people considering public service. WVCF has worked with and established town hall meetings on proposed legislation such as the American Clean Energy & Security Act of 2009 and healthcare. WVCF is also actively working to engage citizens of all political parties in the electoral process including, but not limited to, Democrats, Republicans, and Independents. WVCF is also actively focused on ensuring fair elections through encouraging direct election of state representatives through single member delegate initiatives and by encouraging the development of a viable, competitive two-party system. Currently in the development stages, WVCF is (i) planning a Statewide Policy Summit to bring together all political parties and diverse political philosophies to discuss issues of critical importance to citizens in West Virginia including, but not limited to, education policy, tax policy, and healthcare; and (ii) planning regional leadership seminars to build local involvement and capability of citizens who want to be engaged in the political process. WVCF does not directly or indirectly participate in political campaigns or on behalf of or in opposition to any particular political party or candidate.

A detailed breakdown of our activities and percentage of effort committed to each is as follows:

- (1) citizen education - 40%
- (2) policy development - 30%
- (3) leadership development - 30%

The organization is an entirely volunteer organization with no paid staff or administrative positions. The organization does not own or lease any business location.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

The organization is actively working to pursue contributions from citizens and organizations interested in advancing the education of citizens and the development of local communities. The organization will attempt to solicit business organizations and citizens to support the efforts of the organization.

Part II. Activities and Operational Information (continued)**3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Michael B. Stuart, 11 South Cove Ln., S. Charleston, WV 25309 President and Director	\$0.00
Robert Ryan, 726 Grace Ave., Charleston, WV 25302	\$0.00

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

n/a

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

n/a

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.**The organization is a non-stock company****7** State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.**Participation is the only qualification. There are no classes of membership.****8** Explain how your organization's assets will be distributed on dissolution.**None of the assets of the organization will accrue to any person and, upon any dissolution, all of the assets will be distributed for one or more exempt purposes, or to the Federal Government, or to a local or State Government, for a public purpose.**

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No

If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No

If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No

If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No

If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No

If "Yes," explain in detail and list the amounts spent or to be spent in each case.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No

If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From To 12/2009	02/2009 12/2009 (b)	2010 (c)	2011 (d) n/a	
1 Gross dues and assessments of members	0	0	0		
2 Gross contributions, gifts, etc.	75,000	110,000	110,000		295,000
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		0
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		0
5 Gain from sale of assets, excluding inventory items (attach schedule)	0	0	0		0
6 Investment income (see page 3 of the instructions)	0	0	0		0
7 Other revenue (attach schedule).	0	0	0		0
8 Total revenue (add lines 1 through 7)	75,000	110,000	110,000		295,000
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes.	70,000	100,000	110,000		295,000
10 Expenses attributable to unrelated business activities	0	0	0		0
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).	0	0	0		0
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		0
13 Compensation of officers, directors, and trustees (attach schedule)	0	0	0		0
14 Other salaries and wages.	0	0	0		0
15 Interest	0	0	0		0
16 Occupancy	0	0	0		0
17 Depreciation and depletion	0	0	0		0
18 Other expenses (attach schedule)	0	0	0		0
19 Total expenses (add lines 9 through 18)	70,000	100,000	100,000		270,000
20 Excess of revenue over expenses (line 8 minus line 19)	5,000	10,000	10,000		25,000

B. Balance Sheet (at the end of the period shown)

Assets		Current Tax Year as of 12/2009	
1 Cash	1	5,000	
2 Accounts receivable, net	2	0	
3 Inventories	3	0	
4 Bonds and notes receivable (attach schedule)	4	0	
5 Corporate stocks (attach schedule)	5	0	
6 Mortgage loans (attach schedule)	6	0	
7 Other investments (attach schedule)	7	0	
8 Depreciable and depletable assets (attach schedule)	8	0	
9 Land	9	0	
10 Other assets (attach schedule)	10	0	
11 Total assets	11	5,000	
Liabilities			
12 Accounts payable	12	0	
13 Contributions, gifts, grants, etc., payable	13	0	
14 Mortgages and notes payable (attach schedule)	14	0	
15 Other liabilities (attach schedule)	15	0	
16 Total liabilities.	16	0	
Fund Balances or Net Assets			
17 Total fund balances or net assets	17	5,000	
18 Total liabilities and fund balances or net assets (add line 16 and line 17)	18	5,000	

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . . ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . . ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . . ☐ Yes ☐ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

**User Fee for Exempt Organization
Determination Letter Request**

▶ **Attach this form to determination letter application.**
(Form 8718 is NOT a determination letter application.)

For
IRS
Use
Only

OMB No. 1545-1798

Control number

Amount paid

User fee screener

750 TB

1 Name of organization

WV CONSERVATIVE FOUNDATION, INC.

2 Employer Identification Number

26-4298632

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

a ☐ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$300**

Note. If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

b ☒ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$750**

c ☐ Group exemption letters

▶ **\$900**

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2006-8, 2006-1 I.R.B. 245, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6406, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Attach Check or Money Order Here



BZ

State of West Virginia



Certificate

*I, Natalie E. Tennant, Secretary of State of the
State of West Virginia, hereby certify that*

THE COUNTY FOUNDATION, INC.

Control Number: 99DAO

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as a corporation from its effective date of February 13, 2009, until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
February 13, 2009*

Natalie E. Tennant

Secretary of State

ARTICLES OF INCORPORATION

OF

THE COUNTY FOUNDATION, INC.

Control # 990AD
FILED

FEB 13 2009

IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

The undersigned, acting as incorporator of a corporation under Chapter 31E of the Code of West Virginia, adopts the following Articles of Incorporation of such corporation, filed in duplicate:

1. The mailing and physical address of the principal office of said corporation will be located at: c/o Steptoe & Johnson PLLC, Attn: Michael Stuart, Esq., Chase Tower, 707 Virginia Street, East, Charleston, West Virginia 25301.

2. The corporation is formed exclusively to promote the common good and general welfare of the people of the counties of the State of West Virginia by establishing policies and engaging in efforts to advance the establishment of a stronger two-party political system, advancing the general welfare of the citizens of local communities, developing and training future leaders, and for all other actions consistent with the purposes under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. The purposes for which the Corporation is formed are as follows:

(a) Such purposes as set forth in the Corporation's bylaws;

(b) To transact any and all lawful business for which non-profit corporations may be incorporated under Chapter 31E of the West Virginia Code and to do and perform all such acts, things and business as may be necessary, incidental to or convenient in and about the conduct of such business; and

(c) To have and exercise, without limitation hereof, all other powers conferred upon a non-profit corporation pursuant to and under Article 3, Chapter 31E of the West Virginia Code.

4. This corporation is organized as a non-stock, non-profit corporation and shall not make distributions.

5. This corporation will have classes of members as determined by the Board of Directors.

6. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael Stuart	c/o Steptoe & Johnson PLLC P.O. Box 1588 Charleston, WV 25326

7. The existence of this corporation is perpetual.

8. This corporation will exist until its members vote to dissolve the corporation. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, all money or other property of the corporation, after the payment of all debts and obligations of the corporation, shall be used or distributed in any manner permitted by law as determined by the Board of Directors subject to paragraph 14 hereof.

9. The name and address of the appointed person to whom notice or process may be sent is:

Michael Stuart
c/o Steptoe & Johnson PLLC
P.O. Box 1588
Charleston, WV 25326

10. The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws of the corporation.

11. The number of Directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Michael B. Stuart	c/o Steptoe & Johnson PLLC P.O. Box 1588 Charleston, WV 25326

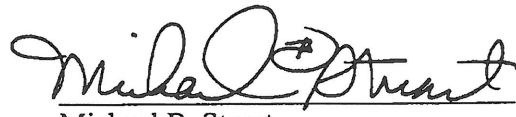
12. The personal liability of a director to the corporation or its members for monetary damages for any action taken or any failure to take any action as a director is eliminated except for: (a) the amount of a financial benefit received by a director or member to which he or she is not entitled; (b) an intentional infliction of harm on the corporation or the members; (c) a violation of W. Va. Code § 31E-8-833 regarding unlawful distributions; or (d) an intentional violation of criminal law.

13. The corporation shall indemnify a director for liability, as that term is defined in W. Va. Code § 31E-8-850, to any person for any action taken, or any failure to take any action, as a director, except liability for: (a) receipt of a financial benefit to which he or she is not entitled; (b) an intentional infliction of harm on the corporation or its members; (c) a violation of W. Va. Code § 31E-8-833 regarding unlawful distributions; or (d) an intentional violation of criminal law.

14. Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

shall be distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, does make and file these ARTICLES OF INCORPORATION, and has accordingly hereunto set his hand this 13 day of February, 2009.


Michael B. Stuart

State of West Virginia



Certificate

*I, Natalie E. Tennant, Secretary of State of the
State of West Virginia, hereby certify that*

Articles of Amendment to the Articles of Incorporation of

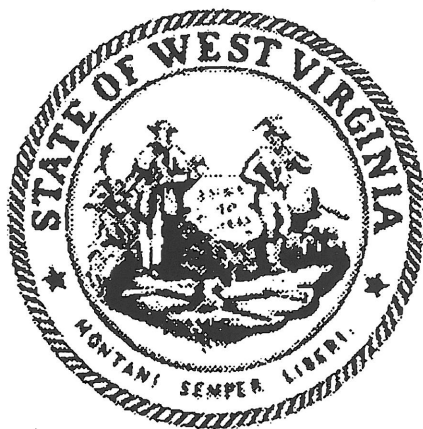
THE COUNTY FOUNDATION, INC.

Are filed in my office as required by the provisions of the West Virginia Code and are found to conform to law. Therefore, I issue this.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

changing the name of the corporation to

COUNTY CONSERVATIVE FOUNDATION, INC.



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
February 25, 2009*

Natalie E. Tennant

Secretary of State

Secretary of State
State Capitol Bldg.
1900 Kanawha Blvd. East
Charleston, WV 25305



Corporations Division
Tel: (304) 558-8000
Fax: (304) 558-8381
Hrs- 8:30-5:00pm

www.wvsos.com

business@wvsos.com

WEST VIRGINIA ARTICLES OF INCORPORATION PROFIT AMENDMENT

FEE: \$25
File One Original

In accordance with §31D-10-1006 of the Code of West Virginia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST : The name of the corporation is ^{The} County Foundation, Inc.

SECOND : The following amendment(s) to the Articles of Incorporation were adopted by: (check one of the following statements)

☐ the shareholders of the corporation

☐ the incorporators or board of directors and shareholder approval was not required.

FILED

THIRD : The date of the adoption of the amendment(s) was: FEB 25 2009

FOURTH : Change of Name information or Text of Amendment

IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

Change of name from: County Foundation, Inc.

To: County Conservative Foundation, Inc.

Other amendment(s) (attach additional pages to form, if needed)

FIFTH: Contact name and number of person to reach in case of problem with filing: (optional, however, listing one may help to avoid a return or rejection of filing if there appears to be a problem with the document)

Name: Michael B Stuart

Phone: 314-353-8107

Michael B Stuart

Signature

President

Capacity in which he/she is signing
(example: president, chairman, etc.)

State of West Virginia



Certificate

*I, Natalie E. Tennant, Secretary of State of the
State of West Virginia, hereby certify that*

Articles of Amendment to the Articles of Incorporation of

COUNTY CONSERVATIVE FOUNDATION, INC.

are filed in my office as required by the provisions of West Virginia Code are found to conform
to law. Therefore, I issue this

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
March 10, 2009*



Natalie E. Tennant

Secretary of State

Natalie E. Tennant
Secretary of State
State Capitol Bldg.
1900 Kanawha Blvd. East
Charleston, WV 25305



Penney Barker, Manager
Corporations Division
Tel: (304) 558-8000
Fax: (304) 558-8381
Hrs- 8:30-5:00pm

www.wvsos.com

business@wvsos.com

WEST VIRGINIA
ARTICLES OF INCORPORATION
PROFIT AMENDMENT

FEE: \$25
File One Original

In accordance with §31D-10-1006 of the Code of West Virginia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST The name of the corporation is COUNTY CONSERVATIVE FOUNDATION, INC.

:

SECOND The following amendment(s) to the Articles of Incorporation were adopted by: (check one of the following statements)

:

☐ the shareholders of the corporation

☒ the incorporators or board of directors and shareholder approval was not required.

*non-profit
non-stock*

THIRD The date of the adoption of the amendment(s) was: 3/06/2009

:

FOURTH Change of Name information or Text of Amendment

:

Change of name from: _____

To: _____

Other amendment(s) (attach additional pages to form, if needed)

The Corporation will have one class of members and the manner of election or appointment and the qualifications and rights of the members of each class are set forth in the corporation's bylaws.

The corporation expects to hold no land in West Virginia.

FIFTH: Contact name and number of person to reach in case of problem with filing: (optional, however, listing one may help to avoid a return or rejection of filing if there appears to be a problem with the document)

Name: MIKE STUART Phone: 304.553.1084

Business email address, if any: MIKE.STUART@STEPTOE-JOHNSON.COM

SIXTH: Signature of person executing document:
Mike Stuart
Signature

President
Capacity in which he/she is signing
(example: president, chairman, etc.)

FILED

MAR 10 2009

FORM CD-2 IN THE OFFICE OF Issued by the WV Secretary of State

Revised 1/09

SECRETARY OF STATE

Natalie E. Tennant
Secretary of State
State Capitol
1900 Kanawha Blvd. East
Charleston, WV 25305
Hrs. 8:30 am - 5:00 pm



Penney Barker, Manager
Business & Licensing
Tel: (304) 558-6000
Toll Free: (866) 767-8683
Fax: (304) 558-8381
email: process@wvsos.com
web: www.wvsos.com

Fee: \$15 per application

FILE ONE ORIGINAL (Send two originals if you want a filed copy returned to you)

**APPLICATION TO APPOINT OR CHANGE PROCESS,
OFFICERS, MEMBERS, MANAGERS and/or OFFICE ADDRESSES**

1. The company filing this change
is registered as a:

- | | |
|--|--|
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Voluntary Association |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Business Trust |

2. The change is filed for:
(Note: Enter information as previously
filed. No change can be accepted
without this information.)

Company COUNTY CONSERVATIVE FOUNDATION, INC.
name _____

Access current company record
at www.wvsos.com

Principal c/o Steptoe & Johnson PLLC, Attn: Michael Stuart, Esq.,
Office Chase Tower, 707 Virginia Street, East
Address Charleston, WV 25301
As Listed _____

Home State: WV WV Formation Date 02/13/2009

3. Change of Address (use appropriate lines for the type of address to be changed):

Address Type

New Address

a. Principal Office

P.O. Box 11527
Charleston, WV 25319

FILED

b. Local Office (WV)

P.O. Box 11527
Charleston, WV 25319

MAR 10 2009

**IN THE OFFICE OF
SECRETARY OF STATE**

c. Designated Office (LLC)
(must be physical address)

c/o Mike Stuart, 11 South Cove Lane
South Charleston, WV 25309

4. Change of Agent for Service of Process:

New Agent Name and Address

The agent named here has given consent to appointment as agent to accept service of process on behalf of this company.

Mike Stuart

11 South Cove Lane

S. Charleston, WV 25309

New Agent Signature

5. Complete the Change of Officers or Other Persons in Authority:

Officer Type

(check one for each new officer.)

New Officer Name

New Officer Address

- a. ☐ President (Corp. VA) _____
☐ Manager (LLC) _____
☐ General Partner (LP, LLP) _____
☐ Trustee (Bus. Trust) Remove _____
☐ Other _____ (Previous officer name, if any.)
- b. ☐ Vice-President (Corp. VA) _____
☐ Manager (LLC) _____
☐ General Partner (LP, LLP) _____
☐ Trustee (Bus. Trust) Remove _____
☐ Other _____ (Previous officer name, if any.)
- c. ☒ Secretary (Corp. VA) Robert Ryan 726 Grace Avenue
☐ Member (LLC) Charleston, WV 25302
☐ Limited Partner (LP) _____
☐ General Partner (LLP) _____
☐ Trustee (Bus. Trust) Remove _____
☐ Other _____ (Previous officer name, if any.)
- d. ☐ Treasurer (Corp. VA) _____
☐ Member (LLC) _____
☐ Limited Partner (LP) _____
☐ General Partner (LLP) _____
☐ Trustee (Bus. Trust) Remove _____
☐ Other _____ (Previous officer name, if any.)
- e. ☐ Director (Corp. VA) _____
☐ Member (LLC) _____
☐ Limited Partner (LP) _____
☐ General Partner (LLP) _____
☐ Trustee (Bus. Trust) Remove _____
☐ Other _____ (Previous officer name, if any.)
- Michael B. Stuart President Michael B. Stuart
Name (please print) Title Signature

State of West Virginia



Certificate

*I, Natalie E. Tennant, Secretary of State of the
State of West Virginia, hereby certify that*

Articles of Amendment to the Articles of Incorporation of

COUNTY CONSERVATIVE FOUNDATION, INC.

Are filed in my office as required by the provisions of the West Virginia Code and are found to conform to law. Therefore, I issue this.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

changing the name of the corporation to

WV CONSERVATIVE FOUNDATION, INC.

*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
July 9, 2009*



Natalie E. Tennant

Secretary of State

Natalie E. Tennant
Secretary of State
State Capitol Bldg.
1900 Kanawha Blvd. East
Charleston, WV 25305



Penney Barker, Manager
Corporations Division
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WEST VIRGINIA
ARTICLES OF INCORPORATION
PROFIT AMENDMENT

FEE: \$25
File One Original

In accordance with §31D-10-1006 of the Code of West Virginia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST : The name of the corporation is COUNTY CONSERVATIVE FOUNDATION, INC.

SECOND : The following amendment(s) to the Articles of Incorporation were adopted by: (check one of the following statements)
☐ the shareholders of the corporation
☒ the incorporators or board of directors and shareholder approval was not required.

THIRD : The date of the adoption of the amendment(s) was: 06/23/2009

FOURTH : Change of Name information or Text of Amendment

Change of name from: COUNTY CONSERVATIVE FOUNDATION, INC.

To: WV CONSERVATIVE FOUNDATION, INC.

Other amendment(s) (attach additional pages to form, if needed)

FIFTH: Contact name and number of person to reach in case of problem with filing: (optional, however, listing one may help to avoid a return or rejection of filing if there appears to be a problem with the document)

Name: MIKE STUART Phone: 304-353-8107

Business email address, if any: mike.stuart@steptoe-johnson.com

SIXTH: Signature of person executing document:

Signature

Capacity in which he/she is signing
(example: president, chairman, etc.)

FILED

JUL 09 2009

FORM CD-2

Issued by the WV Secretary of State

Revised 1/09

IN THE OFFICE OF
SECRETARY OF STATE

TE/OE, Processing
Correspondence
RECEIVED

WV CONSERVATIVE FOUNDATION, INC.

BYLAWS

SEP 28 2009

Internal Revenue Service
Cincinnati, Ohio

ARTICLE I

General Provisions

1.1 *Name.* The name of the corporation is the WV Conservative Foundation, Inc.

1.2 *Principal Office.* The principal office of the corporation shall be located in the City of Charleston, County of Kanawha, State of West Virginia. The corporation also may have offices at such other places, whether within or without the state of West Virginia, as the board of directors may determine appropriate from time to time or the business of the corporation may require.

1.3 *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of June in that year.

ARTICLE II

Purpose

Purpose. The corporation is organized exclusively for the promotion of social welfare and economic development purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code ("the Code"), or the corresponding section of any future federal tax code.

ARTICLE III

Corporate Status

3.1 *Non-Profit Corporation.* The corporation is, and shall maintain status as, a non-profit corporation duly organized and in good standing under the laws of the state of West Virginia.

3.2 *501(c)(4) Tax-Exempt Entity.* The corporation shall obtain, and shall maintain, status as a tax-exempt entity under Section 501(c)(4) of the Internal Revenue Code ("the Code").

3.3 *No Political Activity.* The corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office and shall not attempt to influence legislation (except as provided in the Code), as required of tax-exempt entities under the Code, as amended.

3.4 *Compensation to Directors or Officers.* No member of the board of directors shall receive any compensation or any distribution from the corporation. Officers shall receive such compensation for services actually rendered as is deemed reasonable. Directors and officers may be reimbursed for reasonable expenses as approved by the board of directors.

3.5 *No Private Inurement.* No part of the net earnings from the corporation's activities shall inure to the benefit of any of its directors, officers, or other private persons, including entities, or individuals.

ARTICLE IV

Members

The corporation is open to membership to all citizens of the State of West Virginia each without voting rights. Except as otherwise provided herein, all rights and powers ordinarily inherent by law in members or shareholders of a corporation shall be possessed and exercisable by the directors of the corporation as set forth herein.

ARTICLE V

Directors

5.1 *General Powers.* The business, property, and affairs of the corporation shall be managed, and its powers shall be exercised by its board of directors. However, to the extent not inconsistent with applicable law, the articles of incorporation or these bylaws, the board of directors may delegate the performance of any duties or the exercise of any powers to such officers, agents, and committees as the board may from time to time, by resolution, designate.

5.2 *Number and Appointment of Directors.* The corporation shall have no more than nineteen (19) directors. Such number may be increased or decreased from time to time by amendment of these bylaws, to the extent consistent with provisions of the articles of incorporation. No amendment of these bylaws to decrease the number of directors shall be effective to shorten the term of any director then serving. Five of the director positions shall be comprised of the officers, including the President, Vice President, Treasurer, Secretary and Executive Director. The President shall appoint an additional seven directors and the additional directors shall be appointed by a quorum of the Board of Directors.

5.3 *Qualifications of Directors.* No person may serve as a director unless he or she is of good moral character. Directors need not be residents of the State of West Virginia.

5.4 *Term.* The term of each director appointed by the board shall be two (2) years with staggered terms. For purposes of establishing staggered terms, the Board shall designate one half of the Board to an initial term of one (1) year.

5.5 *Rights & Liabilities.*

(a) *Rights to Assets.* Notwithstanding that the directors of the corporation otherwise possess all rights and powers ordinarily inherent by law in members or shareholders of a corporation, the directors shall have no right, title or interest whatsoever in the corporation's income, property or assets, nor shall any portion of such income, property or assets be distributed to any director on the dissolution or winding up of this corporation.

(b) *Liabilities to Third Parties.* Directors shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments, to the extent allowable by law.

(c) *Liabilities to the Corporation.* Except as otherwise provided by law and in Article XII of these bylaws, a director shall not be personally liable to the corporation for monetary damages for any action taken or any failure to take any action, unless such director has breached or failed to perform his duties as a director, including his duties as a member of any committee of the board of directors upon which he may serve, pursuant to the standard of care set forth herein, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Each director shall stand in a fiduciary relationship to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) one or more officers or employees of the corporation who the director reasonably believes to be reliable and competent in the matters presented;

(ii) counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) a duly constituted committee of the board upon which he does not serve, as to matters within its designated authority, which committee the director reasonably believes merits confidence.

5.6 *Replacement of Directors.*

(a) *Vacancies.* The term of office of a director so appointed shall be the unexpired term of office of his predecessor. Any vacancy of a director shall be filled by a majority vote of the board of directors.

(b) *Removal of Directors.* A director may be removed, but only for cause, at any meeting of the board of directors by the vote of two-thirds of all the directors then serving. Any vacancy caused by such removal may be filled at such meeting or as soon thereafter as

practicable. Cause for removal of a director shall include that director's failure to be present at three consecutive regular meetings of the board of directors. Any director may be removed by a majority vote of the board of directors.

(c) *Resignation of Directors.* A director may resign his office at any time as provided herein. Resignation shall be made in writing submitted to the secretary. Such resignation shall be effective upon the next meeting of the board of directors, whether regular or special, provided notice of resignation was given to the secretary at least 30 days prior to such meeting, or provided the remaining directors unanimously consent to such resignation without said 30 day notice.

ARTICLE VI

Meetings; Corporate Action

6.1 *Place of Meetings.* Regular meetings of the board of directors shall be held at the principal office of the corporation unless the board of directors, by resolution, determines any regular meeting shall be held at some other location, whether within or outside the state of West Virginia. Special meetings of the board of directors shall be held at the place set forth in the notice of said meeting.

6.2 *Regular Meetings.* Annual meetings of the board of directors shall be held each calendar year no earlier than April and no later than August. Other regular meetings of the board of directors shall be held as frequently as the board shall determine appropriate. Each regular meeting (including the annual meeting) shall be held on such date as determined by resolution of the board at a meeting preceding the meeting at issue; provided that the date of a regular meeting may be changed by a subsequent resolution of the board if notice of such changed meeting is provided to each director not present at the vote on the resolution to change the meeting. At each annual meeting of the board of directors, the board of directors shall appoint a director to fill the directorship of the one director appointed by the board when his or her term of office shall expire thereon, shall organize itself for the coming year, and shall appoint and notify the officers of the corporation for the year. At any regular meeting (including the annual meeting) of the board of directors, the board shall transact all such business properly brought before the board as may be necessary or appropriate.

6.3 *Special Meetings.* Special meetings of the board of directors may be called at any time by the president, the chair, or shall be called by the secretary upon written request of three directors. A special meeting may be called to consider any matter within the authority of the board of directors. Any notice of a special meeting of the board of directors shall specify the matters to be considered at said meeting. No other matter may be considered or decided at a special meeting of the board of directors except by the unanimous consent of all directors then serving.

6.4 *Notice of Meetings.* The secretary shall provide written notice to all directors of any regular meeting (including an annual meeting) or special meeting and such notice as is

required by the West Virginia Open Governmental Proceedings Act. Such notice shall state the time, place, and purpose of the meeting, shall state the authority pursuant to which it is issued (e.g., "by order of the president"), and shall be signed by the secretary. Notwithstanding other provisions of these bylaws, when a meeting is called for the purpose of authorizing the sale of all or substantially all the corporation's assets or for the purpose of amending the bylaws, at least ten days notice shall be provided to all directors, and such notice shall set forth the nature of the business intended to be transacted. Any notice required herein shall be sufficient if mailed or transmitted at least ten (10) days prior to the subject meeting. Any director may waive notice, and attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends such meeting for the express purpose of objecting to the meeting on the basis that it is not lawfully convened due to lack of notice.

6.5 *Telephonic Meetings.* Meetings of the board of directors, whether regular or special, may be held by means of telephone conferences or equipment of similar communications by means of which all directors participating in the meeting can hear each other. Any vote of the directors in connection with any corporate action may be taken orally during any such telephonic meeting. The result of any vote thus taken shall have like effect and validity as if reached by the voting directors at a meeting at which the directors were present in person.

6.6 *Quorum.* Except as otherwise provided, a majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the board. When a quorum is once present to organize a meeting of the board of directors, it is not broken by the subsequent withdrawal from the meeting of any director. If less than a majority of the board of directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

6.7 *Corporate Action.* Except as otherwise required by Section 6.8 of these bylaws, by the articles of incorporation, or by law, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors and of the corporation.

6.8 *Actions Requiring Super Majority Vote.* Notwithstanding other provisions of these bylaws, the board of directors may take any action set forth below only upon the affirmative vote, or approval and consent, of two-thirds (2/3) of all the directors then serving on the board:

- (a) Amendment of the Articles of Incorporation.
- (b) Amendment of these Bylaws.

6.9 *Action by Unanimous Written Consent.* In lieu of a meeting, directors may take action by means of written consent executed by all directors entitled to vote on such action.

6.10 *Minutes.* The secretary shall cause minutes of all meetings of the board of directors to be prepared. Such minutes shall be distributed to the directors for approval at the

next meeting of the board of directors. The secretary or his or her designee shall forward copies of approved minutes to any director who shall request the same.

ARTICLE VII

Officers

7.1 *Designated Officers.* The officers of the corporation shall be a chair, one or more vice-chairs (as shall be determined by the board of directors), a president, a secretary, a treasurer, and such other officers as may be appointed in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the board of directors.

7.2 *Nomination, Appointment & Terms of Office.* At each annual meeting of the board of directors, following the appointment of directors, the board of directors shall nominate one or more persons to fill each office, and the board shall consider, in the order nominated, such nominees. The first nominee, relative to each office, who receives the affirmative vote of a majority of the directors present at the meeting shall thereby be appointed to fill such office for a one year term expiring at the annual meeting of the board in the following year. If for any reason, one or more offices are not filled at any annual meeting of the board, officers shall be appointed to fill such offices as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors, with such officers' terms to expire at the next annual meeting of the board. Each officer shall hold office until his successor has been duly appointed and shall qualify.

7.3 *Officer Tenure Limitation.* There shall be no tenure limitation on the term of officers.

7.4 *Replacement of Officers.*

(a) *Vacancies.* A vacancy in any office, whatever the cause, may be filled by the board of directors for the unexpired portion of the term of office.

(b) *Removal of Officers.* Any officer of the corporation may be removed, with or without cause, at any time, by the board of directors whenever, in the board of directors' judgment, the corporation would best be served thereby.

(c) *Temporary Absence.* In case of the temporary absence of any corporate officer or his inability for any reason to perform the duties of his office for longer than fifteen days, the board shall delegate the powers and duties of such officer to another officer, director, or employee of the corporation during the period of the absence or disability.

7.5 *Powers & Duties of Officers.*

(a) *Chair.* The chair shall be the presiding officer at all meetings of the board of directors and shall establish the agenda at such meeting with the assistance of the president. The chair shall recommend the committee structure for the corporation including which committees should be established, dissolved or reconstituted. The chair shall present to the board of directors recommendations for individuals to serve as directors and officers of the corporation in the absence of a committee authorized to do so. In the absence of the president or in the event of the president's inability or refusal to act, the chair shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The chair shall perform such additional duties as may from time to time be assigned to the chair by the board of directors.

(b) *President.* The president shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. The president:

(i) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors or these bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed and executed; and

(ii) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

(c) *Vice-Chairs.* In the absence of the president or chair or in the event of the president's or chair's inability or refusal to act, the vice-chairs, in the order of their election, shall perform the duties of the president or chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president or chair. Any vice-chair shall perform such additional duties as may from time to time be assigned to him or her by the president, chair, or by the board of directors.

(d) *Treasurer.* The treasurer shall:

(i) If required by the board of directors, give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(ii) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(iii) Receive and give receipts for monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

(iv) Disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation;

(v) Keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and

(vi) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

(viii) In the absence of the treasurer or in the event of the treasurer's inability or refusal to act, the assistant treasurers, in the order of their election, shall perform the duties of the treasurer and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the treasurer. Any assistant treasurer shall perform such additional duties as may from time to time be assigned to him or her by the president, treasurer, or by the board of directors.

(d) *Secretary.* The secretary shall:

(i) Attend, and keep the minutes of, all meetings of the board of directors in one or more books provided for that purpose, and perform like duties for all committees of the board of directors;

(ii) See that all notices are duly given in accordance with these bylaws or as required by law;

(iii) Be custodian of the corporate records of the corporation;

(iv) Have custody of the corporate seal of the corporation and have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature.

(v) Keep a director's book containing the names, addresses, and terms of office of all directors of the corporation;

(vi) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the director's book, the minutes of any meeting, and the other records of the corporation; and

(vii) Perform all duties generally incidental to the office of secretary and such other duties as may from time to time be assigned to the secretary by the president or by the board of directors.

(viii) In the absence of the secretary or in the event of the secretary's inability or refusal to act, the assistant secretaries, in the order of their election, shall perform the duties of the secretary and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the secretary. Any assistant secretary shall perform such additional duties as may from time to time be assigned to him or her by the president, treasurer, or by the board of directors.

7.6 *Supervision over Officers.* The board of directors shall exercise general supervision and control over the corporate officers and shall require such information and reports from the officers, both formal and informal, as may in the judgment of the board be necessary or advisable. The board may require the attendance of any officer at any board meeting. The president and secretary of the corporation shall customarily attend each board meeting.

7.7 *Qualification.* Individuals who are serving as directors may be officers of the corporation, provided any assistant secretary or assistant treasurer need not be a director of the corporation. Officers need not be residents of the State of West Virginia.

7.8 *Delegation.* The officers of the corporation may delegate their day-to-day operational responsibilities to such employees of the corporation or to such others as may be determined to be appropriate by the board of directors.

ARTICLE VIII

Committees

8.1 *Committees.* From time to time, the board of directors, by resolution, may establish one or more additional committees, each to consist of two or more directors, which committees shall have and exercise the authority of the board of directors and the management of the corporation to the extent provided by said resolution.

8.2 *Limitation on Authority.* No committee may take the following actions:

- (a) Amend, alter, or repeal these bylaws;
- (b) Elect, appoint, or remove any member of any such committee or any director or officer of the corporation;
- (c) Amend the articles of incorporation, restate the articles of incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
- (e) Adopt a plan for the distribution of the assets of the corporation;

(f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or

(g) Amend, alter, or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

8.3 *Purpose & Functions of Committees.* The purpose and function of any committee shall be as set forth in the resolution by which such committee is established by the board of directors.

8.4 *Term of Office.* Each committee member appointed to a committee by the members (i.e., a non-ex-officio member) shall serve a term of office expiring at the next annual meeting of the board of directors and until his or her successor is appointed, unless such committee member is removed from the committee or no longer qualifies as a member of the committee.

8.5 *Dissolution of Committees.* The board of directors may, by resolution, at any time and for any reason dissolve any special committee.

8.6 *Replacement of Committee Members.* The following provisions apply only to committee members who are not ex-officio members:

(a) *Vacancies.* Vacancies in the membership of any committee may be filled by appointment by the board of directors, and any member so appointed shall serve for the unexpired term of his predecessor.

(b) *Removal.* Any committee member may be removed by resolution of the board of directors.

(c) *Resignation.* Any committee member may resign his office at any time. However, such resignation shall not be effective until the next regular meeting of the board of directors, or, in the case of resignation of the committee member from the board of directors, until said resignation is effective.

8.7 *Meetings.*

Committees. A committee of the board of directors shall meet from time to time, as necessary to fulfill its purpose and function, at the call of the president or chair. The secretary shall provide all members of a committee with written notice of a meeting at least seven days prior to such meeting.

8.8 *Telephonic Meetings and Action by Unanimous Written Consent.* The provisions of Sections 6.5 and 6.9 of these bylaws shall be applicable to committees as if each reference in such sections to the board and its directors were instead to a committee and its members.

8.9 *Quorum & Committee Action.* A majority of the voting members of a committee shall constitute a quorum, and the act of a majority of the voting members present at a meeting of the committee at which a quorum is present shall be the act of the committee. An act of a committee shall be the act of the corporation to the extent said act is consistent with the committee's authorization by resolution, these bylaws, the articles of incorporation, and applicable law.

8.10 *Rules.* Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

8.11 *Responsibility of Directors.* Delegation of authority to a committee shall not relieve the board of directors or any director of responsibility imposed upon it or him by law or these bylaws.

8.12 *Authority of Chair to Appoint Committee Members.* Notwithstanding anything contained in Article XIII herein to the contrary, the chair shall have the authority to appoint members and chairs of each committee.

ARTICLE IX

Business

9.1 *Contracts.* The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

9.2 *Gifts and Contributions.* To the extent not inconsistent with the corporation's purpose, the board of directors or a committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special purposes of the corporation, on such terms as the board of directors or a committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the board or committee, devote the principal or income from that donation according to the agreement.

9.3 *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

9.4 *Checks, Drafts, Orders for Payment.* All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine.

9.5 *Loans.* No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In no event shall the corporation lend its funds to any director, officer or staff member.

9.6 *Voting Shares.* Unless otherwise ordered by the board of directors, the president, chair, or any vice-chair of the corporation shall have the authority to vote, represent, and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation standing in the name of the corporation. Such authority may be exercised by the designated officers in person or by proxy.

ARTICLE X

Conflicts of Interest and Excess Benefits

10.1 *No Preclusion.* The corporation shall not be precluded from conducting business with a partnership, firm or company with which one or more directors are associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Article are met.

10.2 *Identification.* An actual or potential conflict of interest arises when any of the following circumstances exists or is threatened:

(a) a proposed transaction or arrangement under consideration by the board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Director;

(b) an opportunity within the scope of activities of the corporation could be exploited by the director, the director's Family Member, or a Contracting Entity with respect to which there is an Interested Director; or

(c) a proposed transaction or compensation arrangement involves a Disqualified Person.

10.3 *Procedure for Determining Whether a Conflict Exists.*

(a) *Disclosure Statements.* Each director shall complete an annual Conflict of interest Disclosure Statement, describing any connections of the director or the director's Family Member with a Contracting Entity. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each director is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the president to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the board of directors.

(b) *Additional Disclosure.* If, during the course of a meeting of the board of directors, a director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the director shall immediately disclose the material facts about his or her interest in the matter to the board of directors. If, during the course of a meeting, the president or any director believes that another director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the board of directors.

(c) *Analysis of Conflict Issue.* The determination of whether there is a conflict of interest in any particular circumstances shall be made by the president. In the event that the question involves the president, the chair or ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:

(i) *Questioning of the Involved Director.* It is the Involved Director's duty to respond fully and frankly to any questions from the president or other directors relating to the actual or potential conflict of interest.

(ii) *Exclusion of the Involved Director.* At the president's direction, or upon motion and majority vote of the other directors present (excluding the Involved Director), the Involved Director shall leave the board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(d) *Disqualified Persons.* Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in Section 10.4, below.

10.4 *Procedure After Determining the Existence of a Conflict.*

(a) *Appointment of Disinterested Individual or Committee to Investigate.* In the event the board of directors concludes that a conflict exists, the president, chair or a majority of the disinterested directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.

(b) *Board Action.* Alternatively, the board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested directors present, provided that they have determined (i) that the transaction or arrangement is in the corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the corporation; and (iii) after exercising due diligence, that the corporation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the board or any applicable committee shall have obtained and relied upon appropriate comparability data in making their determination. Any Involved Director or any Disqualified Person shall leave the board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(c) Solely for purposes of this Section 10.4, the term "disinterested director" shall mean a director who is unrelated to and not under the control of the Involved Director, officer or Disqualified Person, as the case may be.

10.5 *Minutes.* The minutes of the board meetings and board committee meetings shall reflect (i) the names of the persons who disclosed any Interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

10.6 *Violation of Policy.* Any director or Disqualified Person who violates the corporation's conflict of interest policy, irrespective of whether he or she is doing so to protect the corporation's best interests, shall be subject to disciplinary action by the president or the board of directors, up to and including termination of employment, if applicable, or removal from the board or a committee thereof.

10.7 *Definitions.*

(a) *Contracting Entity.* Any entity engaged in a transaction or arrangement with the corporation.

(b) *Disqualified Person.* An individual who qualifies as a Disqualified Person as that term is defined in Internal Revenue Code § 4958(f)(1) or any successor provision. As a general principle, Disqualified Persons are persons who have (or at any time during the

preceding 5-year period had) substantial influence over the corporation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the corporation. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, the following categories of persons are likely Disqualified Persons (i) each voting director; (ii) each officer of the corporation with primary authority to initiate executive decisions and who is responsible directly to the board; (iii) the employees of the corporation who received from the corporation and/or its affiliates remuneration greater than \$80,000 annually; and (iv) substantial contributors to the corporation.

(c) *Family Member.* A spouse, sibling (whether by whole or half blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchildren, etc.) and the spouse of any sibling (whether by whole or half blood) or lineal ancestor or descendant.

(d) *Financial Interest.* Possessing directly or indirectly, through business, investment or a Family Member.

(i) An ownership or investment interest in any Contracting Entity;

(ii) A compensation arrangement with the corporation, with any Contracting Entity or with any individual with whom the corporation has a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

The term "compensation" includes direct and indirect remuneration and substantial gifts and favors. In the event the director is not certain if a particular gift or favor is substantial, disclosure should be made. A director who has a Financial Interest in any affiliate of the corporation shall be deemed to have a Financial Interest with respect to the corporation as well.

(e) *Interested Director.* A director who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.

(f) *Involved Director.* A director who is implicated in an actual or potential conflict of Interest.

The corporation, its officers, directors, staff members, committee members and managers and any other disqualified person, shall not engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code ("the Code"), or the corresponding section of any future federal tax code.

ARTICLE XI

Notice & Waiver of Notice

11.1 *Notice.* Except as otherwise provided in these bylaws, whenever notice is required by law, or by these bylaws to be given to any director, officer or committee member, such requirements shall not be construed to mean personal notice; and such notice may be given in writing by depositing the same in the United States Postal Service mail, postage paid, addressed to such director, officer or committee member, as the case may be, at his, her or its address as the same appears on the records of the corporation. Delivery shall be deemed complete upon deposit in the mail.

11.2 *Waiver of Notice.* Whenever any notice is required to be given under the laws of the state of West Virginia or under the provisions of the articles of incorporation or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Indemnification

12.1. *Mandatory Indemnification of Directors and Officers.* The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by the West Virginia Code) each director or officer (including each former director or officer) of the corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the director or officer is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with such action, suit or proceeding.

12.2. *Mandatory Advancement of Expenses to Directors and Officers.* To the extent that funds or insurance proceeds are available, the corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the corporation referred to in Section 12.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 12.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such director or officer shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that the director or officer is not entitled to be indemnified by the corporation as provided in Section 12.4 hereof.

12.3. *Permissive Indemnification and Advancement of Expenses.* The corporation may, as determined by the board of directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the corporation, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The corporation may, as determined by the board of directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 12.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as provided in Section 12.4 hereof.

12.4. *Scope of Indemnification.* Indemnification under this Article shall not be made by the corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the West Virginia Code. Specifically, the right of indemnification shall not exist in relation to matters as to which such person is adjudged in any action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his or her duties to the corporation, unless a court determines that such person is entitled to indemnification. Furthermore, this right of indemnification shall not exist in relation to any matter determined to be an excess benefit transaction as defined in Section 4958 of the Code.

12.5. *Miscellaneous.* Each director and officer of the corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation. Any repeal or modification of this Article by the board of directors of the corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

12.6. *Definition of Authorized Representative .* For the purposes of this Article, the term "authorized representative" shall mean a director, trustee, officer, employee or agent of the corporation or of any corporation controlled by the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and

maintained by the corporation or by any corporation controlled by the corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the corporation.

ARTICLE XIII

Restrictions Regarding the Operations of The Corporation; Administration of Funds

13.1. *No Private or Political Beneficiaries* . In keeping with the statement of purpose of the corporation as set forth in its articles of incorporation, no part of the earnings or assets of the corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the corporation shall consist of lobbying and the corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

13.2. *No Violation of Purposes*. In no event and under no circumstances shall the board of directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

13.3. *Annual Report*. The secretary or treasurer shall submit annually to the board of directors a statement containing those details required to be included under the provisions of the West Virginia Code, as it may be amended from time to time or any successor statute governing West Virginia nonprofit corporations or these bylaws or the corporation's articles of incorporation.

13.4. *Books and Records*. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its board of directors and committees. The corporation will keep at its principal office the original or a copy of its bylaws, including amendments to date certified by the secretary of the corporation, and the records provided for herein.

13.5. *Audit*. The corporation's books and records shall be audited regularly by a Certified Public Accountant in accordance with state and federal regulations. A copy of any such audits shall be presented to the board.

13.6. *Tax Records*. The corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

13.7. *Gifts and Donations.* The board of directors shall establish a policy for the receipt of gifts to the corporation. All future gifts shall be accepted subject to the approval or confirmation of the board of directors. Appropriate acknowledgment and official receipts will be made of all gifts accepted.

ARTICLE XIV

Amendments

Subject to limitations of the laws of the state of West Virginia, the articles of incorporation and these bylaws, these bylaws and the articles of incorporation may be amended, repealed or added to, or new bylaws may be adopted only by a super majority vote of the board of directors pursuant to Section 6.8.

I, _____, President of the WV Conservative Foundation, Inc., a West Virginia non-profit corporation, hereby certify:

The foregoing bylaws, comprising 19 pages, are a complete and correct copy of the bylaws of the WV Conservative Foundation, Inc.

Dated: _____
President, WV Conservative Foundation, Inc.



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 02-20-2009

Employer Identification Number:
26-4298632

Form: SS-4

Number of this notice: CP 575 E

For assistance you may call us at:
1-800-829-4933

COUNTY FOUNDATION INC
% MIKE STUART- STEPTOE & JOHNSON PL
PO BOX 1588
CHARLESTON, WV 25326

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-4298632. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, *Tax Exempt Status for Your Organization*, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code*, or Form 1024, *Application for Recognition of Exemption Under Section 501(a)*. Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service
PO Box 192
Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records.

CP 575 E (Rev. 7-2007)

Return this part with any correspondence
so we may identify your account. Please
correct any errors in your name or address.

CP 575 E

9999999999

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 02-20-2009
EMPLOYER IDENTIFICATION NUMBER: 26-4298632
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023
|||||

COUNTY FOUNDATION INC
% MIKE STUART- STEPTOE & JOHNSON PL
PO BOX 1588
CHARLESTON, WV 25326

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

SEP 11 2009

Date:

Employer Identification Number:

26-4298632

DLN:

17053209388049

WV CONSERVATIVE FOUNDATION INC

Contact Person:

PO BOX 11572

ROGER MEYER

ID# 31627

CHARLESTON, WV 25339

Contact Telephone Number:

(877) 829-5500

Dear Applicant:

We are returning your application for recognition of exemption from Federal income tax under section 501(a) of the Internal Revenue Code because the application has not been fully completed. We will be glad to consider your application if you will complete and return it with the items listed on the attached sheet. Please return the application package to:

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

User fees are not refundable for applications that are returned to the submitter as incomplete. If you resubmit your completed application within 90 days from the date it is returned to you, no additional payment will be due. However, if you resubmit your application more than 90 days after the date of return, another user fee payment will be required. When you send the information we requested or write to us, PLEASE ATTACH A COPY OF THIS LETTER.

When we receive the items requested, the application will be considered complete under section 508(a) of the Code and it will be assigned to an Exempt Organizations Specialist for technical consideration. The Specialist may need to request additional information to make a determination of exempt status.

You may be required to file Federal income tax returns if you do not take any further action to complete your application.

Letter 1042 (DO/CG)

WV CONSERVATIVE FOUNDATION INC

If you have any questions, please contact the person whose name and telephone number are shown above.

Thank you for your cooperation.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Robert Choi". The signature is stylized with a large, looped "R" and a cursive "Choi".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures:
Your application package
Copy of this letter
Missing information checklist

Name of organization: WV Conservative Foundation Inc.

Employer Identification Number: 26-4298632

Exhibit

7.20.2.3.6

MISSING INFORMATION CHECKSHEET

1. ☐ **Narrative of Activities**

Please submit a narrative stating your purpose(s) and describing your past, present, and planned activities in specific easily understood terms. If you believe that you have already provided some of this information in response to other parts of the application, provide a summary and a reference to the specific parts of the application for supporting details. Refer to the application instructions for information that must be included in your description.

2. ☐ **Organizational Document**

Submit a copy of your organizational document. If you are incorporated, provide a copy of your Articles of Incorporation that shows documentation of filing (not merely receipt) with the appropriate state agency. If you are an unincorporated association, provide a copy of your Articles of Organization, showing the date of adoption and the signatures of two officers.

3. ☐ **Organizational Document Does Not Include Required 501(c)(3) language**

Your Click for options must include required 501(c)(3) language in your Click for options clause.

Refer to pages 7-8 of the *Instructions for Form 1023* for sample language and instructions. This language is also available on our website at www.irs.gov.

4. ☒ **Bylaws**

Submit a copy of your bylaws.

5. ☐ **User Fee**

You submitted a user fee payment of \$300, certifying that gross receipts did not or are not expected to exceed an average of \$10,000 per year during your first four years of existence. However, financial information on the application (e.g., budgets, assets, salaries) indicates that gross receipts will exceed an average of \$10,000 per year. Therefore, please remit an additional \$450, payable to United States Treasury.

6. ☐ **Schedules**

You did not submit Schedule _____, as required, based on information on your application. Please complete and return Schedule _____, including any necessary attachments and/or explanations.

7. ☐ **Missing Pages**

Page(s) _____ was / were not included with your application. Please complete and return.

8. ☐ **Financial Statement**

Submit financial information that corresponds to your proposed activities.

9. ☐ **Other:**



Chase Tower, Eighth Floor
P.O. Box 1588
Charleston, WV 25326-1588
304-353-8000 304-353-8180 Fax
www.stepToe-johnson.com

FACSIMILE TRANSMISSION

RECIPIENT	COMPANY	PHONE NO.	FAX NO.
TO: Carolyn Williams	Internal Revenue Service		513-263-3434

FROM: Michael B. Stuart
304-353-8107

DATE: October 26, 2009

NUMBER OF PAGES (including this coversheet): 2

If you do not receive all the pages, please call back as soon as possible.
The facsimile operator's number is 304-556-8264.

COMMENTS: Attached is the document we spoke about earlier this morning regarding the WV Conservative Foundation.

TE/GE, Processing
Correspondence
RECEIVED

OCT 26 2009

Internal Revenue Service
Cincinnati, Ohio

NOTICE - CONTENTS ARE PRIVILEGED AND CONFIDENTIAL. This communication is intended for the sole use of the above-named addressee. It is covered by the attorney-client and/or work product privileges. Please deliver this communication to the addressee and protect it from inadvertent disclosure or dissemination. If this communication has been improperly directed or the addressee is not located at the receiving location, please notify the sender and return the communication to address shown above. Thank you.

JOB CODE NO.: 175V05

NO. 000001-00011



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TERNALEX



OCT. 26. 2009 3:20PM

Department of the Treasury
Internal Revenue Service

STEPTOE & JOHNSON 8FLR

NO. 9393 P. 2

OGDEN UT 84201-0046

In reply refer to: 0423473402
Oct. 20, 2009 LTR 252C EO
26-4298632 000000 00

00002810
BODC: SB

WV CONSERVATIVE FOUNDATION INC
% MIKE STUART- STEPTOE & JOHNSON PL
PO BOX 1588
CHARLESTON WV 25326-1588

11928

Taxpayer Identification Number: 26-4298632

Dear Taxpayer:

Thank you for the inquiry dated Sep. 17, 2009.

We have changed the name on your account as requested. The number shown above is valid for use on all tax documents.

If you need forms, schedules, or publications, you may get them by visiting the IRS website at www.irs.gov or by calling toll-free at 1-800-TAX-FORM (1-800-829-3676).

If you have any questions, please call us toll free at 1-877-829-5500.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

Sincerely yours,

Sheila Bronson
Dept. Manager, Code & Edit/Entity 3

Enclosure(s):
Copy of this letter